



# **LEONG HUP INTERNATIONAL BERHAD**

Registration No. 201401022577 (1098663-D)

## **DIRECTORS' FIT AND PROPER POLICY**

**19 APRIL 2022**

*(Last reviewed on 28 November 2023)*

## **1. The Board**

- (a) The Board of Directors (the "Board") of Leong Hup International Berhad ("LHI" or the "Company") has adopted a fit and proper policy for the appointment and re-election of Directors ("Policy") of the Company and its Subsidiaries ("Group").
- (b) This Policy will enhance the governance of the Company in relation to the Board's quality and integrity, as well as ensure that each of its Directors has the character, experience, integrity, competence, time and commitment to effectively discharge his/her role as a Director.
- (c) The fit and proper assessment prior to the appointment of any candidate as a Director of the Company, or making recommendation for the re-election of an existing Director of the Company shall be conducted by Nomination Committee before recommending to the Board for approval.
- (d) The fit and proper assessments for the appointment of any candidate as a Director of the Subsidiaries, or making any recommendation for the re-election of an existing Director of the Subsidiaries shall be delegated to and conducted by the respective Subsidiaries' Board of Directors.
- (e) The results of the assessments are part of the Company's confidential internal documentation and shall not be disclosed or provided to any third party or parties unless required under applicable law or by a competent authority.

## **2. The Fit and Proper Criteria**

The assessment procedures shall be in a form of due diligence taking into account the following fit and proper criteria conducted by the Nomination Committee and declarations by each individual candidate or Director that:

### **A. Character and Integrity**

#### **i) Probity**

- he/she is compliant with legal obligations, regulatory requirements and professional standards; and
- he/she has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court of law.

#### **ii) Personal integrity**

- he/she has not perpetrated or participated in any business practices which are deceitful, oppressive or improper (whether unlawful or not), or which otherwise reflect discredit on his/her professional conduct;
- his/her service contract (i.e. in the capacity of management or director) had not been terminated in the past due to concerns on personal integrity; and
- he/she has not abused other positions (i.e. political appointment) to facilitate government relations for the company in a manner that contravenes the principles of good governance.

**iii) Financial integrity**

- he/she manages personal debts or financial affairs satisfactorily; and
- he/she demonstrates ability to fulfil personal financial obligations as and when they fall due.

**iv) Reputation**

- he/she is of good repute in the financial and business community;
- he/she has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 5 years; and
- he/she has not been substantially involved in the management of a business or company which has failed, where that failure has been occasioned in part by deficiencies in that management.

**B. Experience and Competence**

**i) Qualification, training and skills**

- he/she possesses education qualification that is relevant to the skill set that the Director is earmarked to bring to bear onto the boardroom (i.e. a match to the Board skill set matrix);
- he/she has a considerable understanding on the workings of a corporation;
- he/she possesses general management skill set as well as understanding of corporate governance and sustainability issues;
- he/she keeps knowledge current based on continuous professional development; and
- he/she possesses leadership capabilities and a high level of emotional intelligence.

**ii) Relevant experience and expertise**

- he/she possesses relevant experience and expertise with due consideration given to past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities.

**iii) Relevant past experience or track record**

- he/she had a career of a senior management or high level position in a comparable organisation, and was accountable for driving or leading the organisation's governance, business performance or operations; and
- he/she possesses commendable past performance record as gathered from the results of the Board's annual assessment, if any.

### **C. Time and Commitment**

#### **i) Ability to discharge role having regard to other commitments**

- he/she is able to devote time as a Board member, having factored other outside obligations including existing board positions held by the Director in other listed issuers (taking into consideration his/her board attendance records) and non-listed entities (including not-for-profit organisations).

#### **ii) Participation and contribution in the Board or track record (applicable for re-election of exiting directors only)**

- he/she demonstrates willingness to participate actively in Board activities;
- he/she demonstrates willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom;
- he/she manifests passion in the vocation of a Director;
- he/she exhibits ability to articulate views independently, objectively and constructively; and
- he/she exhibits open mindedness to the views of others and ability to make considered judgment after hearing the views of others.

A person who has been identified for appointment as a Director or for re-election as a Director within the Group shall be required to make the fit and proper declaration, using such form that the Nomination Committee may recommend from time to time.

### **3. Review of the Policy**

This Policy will be reviewed as and when appropriate, to ensure its effectiveness. The Nomination Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval (if any).

This Policy was last reviewed by LHI's Board of Directors on 28 November 2023 and is made available for reference on the Company's website, [www.leonghupinternational.com](http://www.leonghupinternational.com).